

RECORDATION NO. 22581 VVV
FILED
JUL 15 2011 -4 20 PM
U.S. DEPARTMENT OF TRANSPORTATION

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

July 15, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.
7411 Fullerton Street
Suite 300
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is for one hundred eighty-one (181) hopper cars; having WGR marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CSCD155)

JUL 15 '11 4 22 PM

ASSGN. NO. CSCD155

MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of July, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 148 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: John J. Thomas
Title: President

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 12th day of July, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of July, 2011.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: [Signature]

Name: VP - MARKETING

Title: JAMES SHOTELINE

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director, Fleet Mgt.

Executed on this 6th day of July, 2011.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shoteline personally appeared before me this 6th day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of July, 2011.

Bonnie D. Hatfield
Notary Public

Commission Expires:

10/30/2011
(Notary Public)

BONNIE D. HATFIELD
Notary Public, State of Florida
My comm expires Oct. 30, 2011
Comm No DD 730296

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred eighty-one (181)

DESCRIPTION OF CARS: 4650/4700/4750 cubic foot capacity covered hopper cars with trough hatches and gravity gates, gross rail loads of 268,000 lbs.

CAR NUMBERS:

WGR 005001	WGR 007039	WGR 007146	WGR 016197	WGR 016361
WGR 005002	WGR 007040	WGR 007147	WGR 016198	WGR 016371
WGR 005003	WGR 007041	WGR 007148	WGR 016203	WGR 016377
WGR 005004	WGR 007042	WGR 007149	WGR 016212	WGR 016383
WGR 005005	WGR 007044	WGR 007153	WGR 016213	WGR 016384
WGR 005006	WGR 007046	WGR 007165	WGR 016215	WGR 016387
WGR 005007	WGR 007051	WGR 007170	WGR 016217	WGR 016391
WGR 005008	WGR 007054	WGR 007171	WGR 016219	WGR 016401
WGR 005009	WGR 007055	WGR 007174	WGR 016221	WGR 016404
WGR 005010	WGR 007061	WGR 007177	WGR 016223	WGR 016408
WGR 005011	WGR 007062	WGR 007180	WGR 016225	WGR 016419
WGR 005012	WGR 007067	WGR 007183	WGR 016228	WGR 016427
WGR 005013	WGR 007068	WGR 007187	WGR 016233	WGR 016431
WGR 005014	WGR 007071	WGR 007188	WGR 016234	WGR 016450
WGR 005015	WGR 007072	WGR 007190	WGR 016236	WGR 016452
WGR 005016	WGR 007073	WGR 007195	WGR 016237	WGR 016477
WGR 005017	WGR 007074	WGR 016109	WGR 016240	WGR 016479
WGR 005019	WGR 007083	WGR 016110	WGR 016241	WGR 016483
WGR 005021	WGR 007085	WGR 016120	WGR 016242	WGR 016484
WGR 005051	WGR 007087	WGR 016123	WGR 016245	WGR 016498
WGR 005052	WGR 007088	WGR 016125	WGR 016246	WGR 815199
WGR 005053	WGR 007092	WGR 016126	WGR 016250	
WGR 005055	WGR 007094	WGR 016132	WGR 016258	
WGR 005057	WGR 007095	WGR 016134	WGR 016264	
WGR 005058	WGR 007097	WGR 016135	WGR 016266	
WGR 005059	WGR 007106	WGR 016137	WGR 016273	
WGR 005060	WGR 007111	WGR 016140	WGR 016274	
WGR 007000	WGR 007114	WGR 016141	WGR 016283	
WGR 007003	WGR 007117	WGR 016155	WGR 016291	
WGR 007005	WGR 007118	WGR 016159	WGR 016292	
WGR 007006	WGR 007120	WGR 016164	WGR 016297	
WGR 007017	WGR 007123	WGR 016165	WGR 016304	
WGR 007021	WGR 007124	WGR 016167	WGR 016306	
WGR 007022	WGR 007126	WGR 016168	WGR 016309	
WGR 007024	WGR 007127	WGR 016170	WGR 016313	
WGR 007027	WGR 007131	WGR 016178	WGR 016318	
WGR 007029	WGR 007133	WGR 016182	WGR 016322	
WGR 007030	WGR 007136	WGR 016184	WGR 016330	
WGR 007034	WGR 007141	WGR 016187	WGR 016334	
WGR 007035	WGR 007142	WGR 016193	WGR 016342	